

To:

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2023-08-03 08:57:22 CST

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From: David Thomas

8/2/23, 4:21 PM

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Division of Corporations

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

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To:

Division of Corporations

Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023

Phone : (954)208-0845

Fax Number : (614)573-3996

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
SUMITOMO PHARMA AMERICA HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
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Please honor original filing date of 8/2/23

Electronic Filing Menu

Corporate Filing Menu

Help

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

~~P23006002293-~~

FOL 000003340
 (Document number of corporation (if known))

1. SUNOVION PHARMACEUTICALS INC.

(Name of corporation as it appears on the records of the Department of State)

2. DE

(Incorporated under laws of)

3. 05/08/2006

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 7/1/2023

5. Sumitomo Pharma America, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

 (New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

 (New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

 (Florida street address)

New Registered Office Address: _____, Florida _____

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

 Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
PRES	Myrtle Potter	84 Waterford Dr	<input checked="" type="checkbox"/> Add
		Marlborough, MA 01752	<input type="checkbox"/> Remove
SEC	Tara Soni	84 Waterford Dr	<input checked="" type="checkbox"/> Add
		Marlborough, MA 01752	<input type="checkbox"/> Remove
VP	Tsutomu Nakagawa	84 Waterford Dr	<input checked="" type="checkbox"/> Add
		Marlborough, MA 01752	<input type="checkbox"/> Remove
CFO	Freeman, Stephen		<input type="checkbox"/> Add
Executive Vice President			<input checked="" type="checkbox"/> Remove
Director	Loebel, Antony		<input type="checkbox"/> Add
President			<input checked="" type="checkbox"/> Remove
CEO			

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

/s/Tsutomu Nakagawa

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Tsutomu Nakagawa

(Typed or printed name of person signing)

Vice President

(Title of person signing)

FILING FEE \$35.00

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Corporate Secretary			
General Counsel	Bokar, Greg		Add
Executive Vice President			<input type="checkbox"/> Remove
SVP	Kalk, Susan		Add
			<input checked="" type="checkbox"/> Remove
DIR	Nishinaka, Shigeyuki		Add
			<input checked="" type="checkbox"/> Remove
DIR	Sato, Yumi		Add
			<input checked="" type="checkbox"/> Remove
			Add
			<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

/s/ Tsutomu Nakagawa

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Tsutomu Nakagawa
(Typed or printed name of person signing)

Vice President
(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER WHICH
MERGES:

"SUMITOMO PHARMA AMERICA HOLDINGS, INC.", A DELAWARE
CORPORATION,

WITH AND INTO "SUNOVION PHARMACEUTICALS INC." UNDER THE
NAME OF "SUMITOMO PHARMA AMERICA, INC.", A CORPORATION ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS
RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF JUNE,
A.D. 2023, AT 2:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF
DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JULY,
A.D. 2023 AT 1:10 O'CLOCK A.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

4708618 8330
SR# 20233058275

Authentication: 203802941
Date: 07-21-23

You may verify this certificate online at corp.delaware.gov/authver.shtml